

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF NEBRASKA

In re:	)	Case No. 10-82436
	)	
PROFESSIONAL VETERINARY	)	
PRODUCTS, LTD, A NEBRASKA	)	CHAPTER 11
CORPORATION,	)	
	)	
Debtor,	)	

In re:	)	Case No. 10-82438
	)	
EXACT LOGISTICS, LLC,	)	
	)	CHAPTER 11
Debtor,	)	
	)	
	)	

In re:	)	Case No. 10-82437
	)	
PROCONN, LLC,	)	
	)	CHAPTER 11
Debtor,	)	
	)	
	)	

**ORDER (I) APPROVING THE SALE OF CERTAIN OF THE DEBTORS' ASSETS  
FREE AND CLEAR OF LIENS AND INTERESTS AND (II) AUTHORIZING THE  
DEBTORS' ASSUMPTION AND ASSIGNMENT OF UNEXPIRED LEASE**

This matter comes before the Court on Debtors' Motion under Sections 105(a), 363 and 365 of the Bankruptcy Code to (i) Approve the Sale of Certain of the Debtors' Assets, Outside the Ordinary Course of Business Free and Clear of Liens and Interests; and (ii) Assume and Assign Unexpired Lease (Doc. No. 91) (the "Sale Motion").

THE COURT, BEING ADVISED IN THE PREMISES, FINDS AS FOLLOWS:

- A. This court has jurisdiction over this matter pursuant to 28 U.S.C. §§157 and 1334, and this is a core proceeding pursuant to 28 U.S.C. §157(b)(2). The statutory predicates for the relief

granted herein are 11 U.S.C. §§ 105(a), 363, and 365. Venue is proper in this Court pursuant to 28 U.S.C. §§ 1408 and 1409.

- B. Debtors filed voluntary petitions for relief under Chapter 11 of the United States Bankruptcy Code on August 20, 2010, (the “Petition Date”), and have remained in possession of their assets and has continued to operate their business pursuant to 11 U.S.C. §§ 1107 and 1108.
- C. Debtors filed the Sale Motion seeking an order from this Court (i) approving the sale of the ProConn Assets<sup>1</sup> pursuant to the Bill of Sale; (ii) authorizing the sale of ProConn Assets free and clear of all liens, encumbrances, claims and interests as provided for in the Bill of Sale; (iii) approving the assumption and assignment of the Lease pursuant to the Assignment; and (iv) finding that the sale be effective immediately and that the stay provision of the Federal Rules of Bankruptcy Procedure 6004(g) and 6006(d) be waived.
- D. Due and proper notice of the Sale Motion has been given.
- E. No objection was made to the Sale Motion.
- F. Debtors’ decision to sell the ProConn Assets free and clear of all liens, encumbrances, claims and interests pursuant to the Bill of Sale is an exercise of the Debtors’ sound business judgment and is in the best interest of the Debtors’ estates.
- G. Debtors’ decision to assume and assign the Lease pursuant to the Agreement is an exercise of the Debtors’ sound business judgment and is in the best interest of the Debtors’ estates.
- H. The relief requested in the Sale Motion is in the best interests of the Debtors’ estates.

THEREFORE, IT IS ORDERED, ADJUDGED AND DECREED that:

1. The relief requested in the Sale Motion is fully granted.

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<sup>1</sup> All capitalized terms not otherwise defined herein shall have the meaning ascribed to such terms in the Sale Motion.

2. The sale of the ProConn Assets pursuant to the Bill of Sale is hereby approved and the ProConn Assets shall be sold free and clear of all liens, encumbrances, claims and interests as provided for in the Bill of Sale.
3. The sale of the ProConn Assets pursuant to the Bill of Sale shall be effective immediately and the stay provisions of Federal Rules of Bankruptcy Procedure 6004(g) and 6006(d) are waived.
4. The assumption and assignment of the Lease pursuant to the Assignment is hereby approved.

SO ORDERED THIS 14th day of September, 2010:

BY THE COURT:

/s/ Timothy J. Mahoney

UNITED STATES BANKRUPTCY JUDGE

**Movant responsible for giving notice to parties in interest as required by rule or statute.**